

Series No.: BARP03

Tranche No.: 1



Barclays PLC

("Issuer")

**A\$10,000,000,000
Debt Issuance Programme
("Programme")**

**PRICING SUPPLEMENT
in connection with the issue of
A\$175,000,000 5.244% Fixed Rate Debt Instruments due 15 June 2028
("Debt Instruments")**

The date of this Supplement is 13 June 2018.

This Supplement is issued to give details of the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with the Information Memorandum dated 23 May 2018 ("**IM**"), the terms and conditions of the Debt Instruments contained in the IM ("**Conditions**") and the Second Debt Instrument Deed Poll dated 23 May 2018 ("**Deed Poll**") each issued in relation to the Programme.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Supplement in any jurisdiction where such action is required.

The Issuer intends to apply to the London Stock Exchange PLC ("**LSE**") for the Debt Instruments to be admitted to trading on the LSE's International Securities Market ("**ISM**").

The ISM is not a regulated market for the purposes of Directive 2014/65/EU, as amended ("MiFID II"). The ISM is a market designated for professional investors. Debt Instruments admitted to trading on the ISM are not admitted to the Official List of the United Kingdom Listing Authority. The LSE has not approved or verified the contents of either this Supplement or the IM. Neither this Supplement nor the accompanying IM comprises (i) a prospectus for the purposes of Part IV of the Financial Services and Markets Act 2000, as amended or (ii) a base prospectus for the purposes of Directive 2003/71/EC, as amended ("Prospectus Directive").

Terms used but not otherwise defined in this Supplement have the meaning given in the Conditions. A reference to a "Condition" in this Supplement is a reference to the corresponding Condition as set out in the IM.

The Issuer is not a bank or authorised deposit-taking institution which is authorised under the Banking Act 1959 of Australia ("Australian Banking Act"). The Debt Instruments are not obligations of the Australian Government or any other government and, in particular, are not

guaranteed by the Commonwealth of Australia. The Issuer is not supervised by the Australian Prudential Regulation Authority. An investment in any Debt Instruments issued by the Issuer will not be covered by the depositor protection provisions in section 13A of the Australian Banking Act and will not be covered by the Australian Government's bank deposit guarantee (also commonly referred to as the Financial Claims Scheme). Debt Instruments that are offered for issue or sale or transferred in, or into, Australia are offered only in circumstances that would not require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act and issued and transferred in compliance with the terms of the exemption from compliance with section 66 of the Australian Banking Act that is available to the Issuer. Such Debt Instruments must only be issued or transferred in, or into, Australia in parcels of not less than A\$500,000 in aggregate principal amount.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the “PRIIPs Regulation”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Responsibility for this Supplement for purposes of the ISM

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Debt Instruments has led to the conclusion that: (i) the target market for the Debt Instruments is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Debt Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Debt Instruments (a “**distributor**”) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Debt Instruments (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

TERMS

The terms of the Tranche of Debt Instruments are as follows:

Issuer:	Barclays PLC.
Relevant Dealers:	Australia and New Zealand Banking Group Limited (ABN 11 005 357 522); Barclays Capital Asia Limited; Commonwealth Bank of Australia (ABN 48 123 123 124); National Australia Bank Limited (ABN 12 004 044 937); Nomura International plc; Standard Chartered Bank; The Toronto-Dominion Bank; and Westpac Banking Corporation (ABN 33 007 457 141).
Place of initial offering:	Inside Australia.

Issuing and Paying Agent:	BTA Institutional Services Australia Limited (ABN 48 002 916 396).
Calculation Agent:	BTA Institutional Services Australia Limited.
Additional Paying Agents:	Not Applicable.
Registrar:	BTA Institutional Services Australia Limited.
Location of Register:	The Register will be maintained by the Registrar in New South Wales.
Transfer Agent:	Not Applicable.
Type of Debt Instruments:	Senior Debt Instruments.
Senior Debt Instruments waiver of set-off:	Applicable.
Status of the Debt Instruments:	Unsubordinated.
Specified Currency:	Australian Dollars.
Aggregate Principal Amount of Tranche:	A\$175,000,000.
If to form a single Series with existing Series, specify date on which all Debt Instruments of the Series become fungible:	Not Applicable.
Issue Date:	15 June 2018.
Maturity Date:	15 June 2028.
Issue Price:	100.00%.
Type of Debt Instruments:	Fixed Rate Debt Instruments as specified below.
Form of Debt Instrument:	Registered.
Denomination:	A\$250,000 subject to a minimum parcel size of at least A\$500,000 in aggregate principal amount in respect of issues or transfers in, or into, Australia and of at least A\$250,000 in aggregate principal amount in respect of issues or transfers outside of Australia.
Business Days:	London and Sydney.
Interest:	Condition 7 will apply.
	Interest Commencement Date: Issue Date.
	Interest Payment Dates: 15 June and 15 December in each year commencing with a full first coupon on 15 December 2018 up to, and including, the Maturity Date.
	Interest Rate: 5.244% per annum payable semi-annually in arrears.

	Fixed Coupon Amount: A\$6,555 per A\$250,000 per Interest Payment Date.
	Business Day Convention: Following Business Day Convention.
	Day Count Fraction: RBA Bond Basis.
Minimum / Maximum Interest Rate:	Not Applicable.
Default Rate:	Not Applicable.
Rounding:	As per Condition 9.6 ("Rounding").
Early redemption at the option of Holders (Holder put):	Not Applicable.
Early redemption at the option of the Issuer (Issuer's call):	Not Applicable.
Early Redemption for taxation reasons:	Applicable. See Condition 10.3 ("Early Redemption for taxation reasons").
Minimum notice period for early redemption for taxation reasons:	30 days.
Maximum notice period for early redemption for taxation reasons:	60 days.
Loss Absorption Disqualification Event Redemption:	Applicable. See Condition 10.7 ("Loss Absorption Disqualification Event Redemption").
Currency of payments:	A\$
Other relevant terms and conditions:	Not Applicable.
ISIN:	AU3CB0253789.
Common Code:	183891774.
CFI:	DBFXFR.
FISN:	BARP/5.24 CORP BD 20280615.
Clearing System:	Austraclear
	Interests in Debt Instruments may also be traded through Euroclear and Clearstream, Luxembourg as set out on pages 10 and 11 of the Information Memorandum.
LEI Code:	213800LBQA1Y9L22JB70.
Other selling restrictions:	As provided in the IM, the Debt Instruments will not be issued unless the aggregate consideration payable by each offeree is at least A\$500,000 (disregarding moneys lent by the offeror or its associates) and the offer or invitation does not require disclosure to

investors in accordance with Parts 6D.2 or 7.9 of the Corporations Act.

Debt Instruments may not be issued or transferred to a person who is a “retail client” within the meaning of the Corporations Act.

Listing:

Application has been made for the Debt Instruments to be admitted to listing on the International Securities Market of the London Stock Exchange.

Additional information:

As set out in the appendix to this Supplement.

Ratings:

Each of the Issuer and the Debt Instruments have been rated:

A by Fitch Ratings Limited (“**Fitch**”);

Baa3 by Moody’s Investors Services Limited (“**Moody’s**”);

BBB by Standard & Poor’s Credit Market Services Europe Limited (“**S&P**”); and

A- by Rating and Investment Information, Inc (“**R&I**”) (Issuer rating only).

*Each of Fitch, Moody’s and S&P is a credit rating agency established and operating in the European Economic Area (“**EEA**”) and registered in accordance with Regulation (EU) No 1060/2009, as amended (“**CRA Regulation**”). R&I is not established in the EEA and is not certified under the CRA Regulation and the rating it has given to the Issuer is not endorsed by a credit rating agency established in the EEA and registered under the CRA Regulation.*

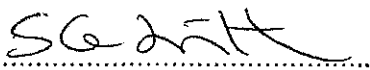
Credit ratings are for distribution only to a person (a) who is not a “retail client” within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Part 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Supplement and anyone who receives this Supplement must not distribute it to any person who is not entitled to receive it.

The following purchasers of this Tranche of Debt Instruments are not Dealers named in the IM:

Australia and New Zealand Banking Group Limited (ABN 11 005 357 522);
Commonwealth Bank of Australia (ABN 48 123 123 124);
National Australia Bank Limited (ABN 12 004 044 937);
Nomura International plc;
Standard Chartered Bank;
The Toronto-Dominion Bank; and
Westpac Banking Corporation (ABN 33 007 457 141).

CONFIRMED

Barclays PLC

By: .....
Authorised Person

Date: 13 June 2018

APPENDIX

ADDITIONAL INFORMATION FOR THE PURPOSES OF ADMISSION TO LISTING ON THE ISM

1. Authorisation

The issue of the Debt Instruments was authorised by the Group Finance Director for the Issuer on 22 May 2018 pursuant to an authority granted by the board of directors of the Issuer on 28 March 2018.

2. Significant Change

There has been no significant change in the financial or trading position of the Issuer or the Group since 31 March 2018.

3. Auditors

The annual consolidated accounts of the Issuer for the year ended 31 December 2016 have been audited without qualification by PricewaterhouseCoopers LLP, chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 1 Embankment Place, London WC2N 6RH, United Kingdom.

The annual consolidated accounts of the Issuer for the year ended 31 December 2017 have been audited without qualification by KPMG LLP, chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 15 Canada Square, London E14 5GL, United Kingdom.